



# UPPER MERION & PLYMOUTH RAILROAD COMPANY

A SUBSIDIARY OF FSC CORPORATION

Box 404

RECORDATION NO. 13564 Filed 1425

CONSHOHOCKEN, PA. 19428

2-058A057

FEB 25 1982-3 10 PM

TELEPHONE: (215) 275-2066

13564 B

February 19, 1982  
INTERSTATE COMMERCE COMMISSION

FEB 25 1982-3 10 PM

No. FEB 25 1982  
Date.....  
Fee \$.....

Ms. Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

INTERSTATE COMMERCE COMMISSION

13564 A ICC Washington, D. C. 13564  
RECORDATION NO. Filed 1425

FEB 25 1982-3 10 PM

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Dear Madam:

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

Enclosed for recordation pursuant to the provisions of Section 11303 of Title 49 of the United States Code and the regulations thereunder are the original and one copy each of Lease Agreement, a primary document, dated April 9, 1979, Security Agreement, a primary document, dated November 9, 1979; including amendments to the Lease Agreement and Security Agreement dated September 17, 1980, January 6, 1982 and February 2, 1982 respectively.

The names and addresses of the parties to the enclosed documents are:

A. Lease Agreement ✓

Lessor: Upper Merion & Plymouth Railroad Co.  
P.O. Box 404  
Conshohocken, Pennsylvania 19428

Lessee: Octoraro Railway, Inc.  
P.O. Box 146  
Kennett Square, Pennsylvania 19348

B. Security Agreement ✓

Secured Party: Upper Merion & Plymouth Railroad Co.  
P.O. Box 404  
Conshohocken, Pennsylvania 19428

Debtor: Octoraro Railway, Inc.  
P.O. Box 146  
Kennett Square, Pennsylvania 19348

A general description of the railroad equipment covered by the enclosed documents is, as follows:

286 52' 6", 100 ton gondola cars bearing reporting mark and numbers OCTR 5000-5175 inclusive, except 5086, 5096, 5106, 5111, 5115, 5117, 5120, 5124, 5129, 5136, 5138, 5141, 5148, 5149, 5159, 5161, 5169, 5171, 5172, 5174.  
OCTR 5500-OCTR 5629 inclusive.

Ms. Agatha Mergenovich  
Interstate Commerce Commission  
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The original and all copies of the enclosed documents should be returned to Ms. Sharon Schumacher of Funding Systems Railcars, Inc., 2215 Sanders Road, Suite 370, Northbrook, Illinois 60062.

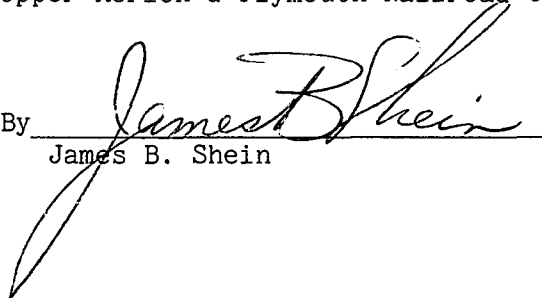
Also enclosed is a remittance in the amount of \$100.00 for payment of recordation fees.

I am an officer of Upper Merion & Plymouth Railroad Co. and have knowledge of the matters set forth herein.

Very truly yours,

Upper Merion & Plymouth Railroad Co.

By

  
James B. Shein

(B)

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RECORDATION NO. 13564  
FEB 25 1982 - 3 10 PM  
INTERSTATE COMMERCE COMMISSION

AMENDMENT TO LEASE AGREEMENT AND SECURITY AGREEMENT  
AND SCHEDULES THERETO BETWEEN  
UPPER MERION AND PLYMOUTH RAILROAD COMPANY AS LESSOR, AND  
OCTORARO RAILWAY, INC., AS LESSEE  
DATED NOVEMBER 9, 1979 AND AMENDMENT TO THESE  
AGREEMENTS AND SCHEDULES DATED SEPTEMBER 17, 1980

It is desired to withdraw ten (10) gondola freight cars from the present 306 gondolas covered by the above agreements, which will leave a new total of 296 gondolas under these agreements and schedules. In order to accomplish this, it is hereby mutually agreed as follows:

Where reference is made in any of the above agreements, amendments and schedules to items of equipment the number "296" shall be substituted in lieu of any other number designating the number of items of equipment.

Lease schedule No. 1 is amended to read as follows:

1. "DESCRIPTION OF EQUIPMENT" is amended to read  
"(296) 52 ft., 6" 100-ton gondola cars."
2. "REPORTING NUMBERS AND MARKS": "OCTR 5000-  
5175 inclusive except 5106, 5111, 5120, 5129,  
5141, 5148, 5159, 5171, 5172, 5174  
OCTR 5500-5629 inclusive."

Schedule A to the Security Agreement, dated as of November 9, 1979, between Upper Merion and Plymouth Railroad Company ("Secured Party") and Octoraro Railway, Inc. ("Debtor") is amended to read as follows:

1. "DESCRIPTION OF EQUIPMENT" is amended to read  
"(296) 52 ft., 6" 100-ton gondola cars."

2. "REPORTING NUMBERS AND MARKS": "OCTR 5000-5175  
inclusive except 5106, 5111, 5120, 5129, 5141  
5148, 5159, 5171, 5172, 5174  
OCTR 5500-5629 inclusive."

All other clauses with respect to the Lease Agreement, Security Agreement and schedules thereto remain in full force and effect.

Please indicate your acceptance of this Agreement by signing the enclosed copies of this letter agreement and returning a copy to our attention.

Accepted and Agreed to  
Octoraro Railway, Inc.

Very truly yours,

UPPER MERION AND PLYMOUTH RAILROAD COMPANY

By: Donald S. Bennett

Title: President

Date: 1-8-82

By: J. N. Ball

Title: President

Date: 1-6-82

Attest: Calvin A. Nichols

Title: Vice President & Secretary

Date: 1-8-82

Attest: Joseph J. Hallman

Title: Vice President

Date: 1-6-82